8011-01P

SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270-96, OMB Control No. 3235-0151]

Proposed Collection; Comment Request

Upon Written Request, Copies Available From: Securities and Exchange Commission Office of FOIA Services 100 F Street, NE Washington, DC 20549-2736

Extension: Rule 17Ac3-1(a) and Form TA-W

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 ("PRA") (44 U.S.C. 3501 et seq.), the Securities and Exchange Commission ("Commission") is soliciting comments on the existing collection of information provided for in Rule 17Ac3-1(a) (17 CFR 240.17Ac3-1(a)) and Form TA-W (17 CFR 249b.101), under the Securities Exchange Act of 1934 (15 U.S.C. 78a et seq.) ("Exchange Act"). The Commission plans to submit this existing collection of information to the Office of Management and Budget ("OMB") for extension and approval.

Section 17A(c)(4)(B) of the Exchange Act authorizes transfer agents registered with an appropriate regulatory agency ("ARA") to withdraw from registration by filing a written notice of withdrawal with the ARA and by agreeing to such terms and conditions as the ARA deems necessary or appropriate in the public interest, for the protection of investors, or in the furtherance of the purposes of Section 17A.

In order to implement Section 17A(c)(4)(B) of the Exchange Act, the Commission promulgated Rule 17Ac3-1(a) and accompanying Form TA-W on September 1, 1977. Rule

17Ac3-1(a) provides that notice of withdrawal from registration as a transfer agent with the Commission shall be filed on Form TA-W. Form TA-W requires the withdrawing transfer agent to provide the Commission with certain information,

including: (1) the locations where transfer agent activities are or were performed; (2) the reasons for ceasing the performance of such activities; (3) disclosure of unsatisfied judgments or liens; and (4) information regarding successor transfer agents.

The Commission uses the information disclosed on Form TA-W to determine whether the registered transfer agent applying for withdrawal from registration as a transfer agent should be allowed to deregister and, if so, whether the Commission should attach to the granting of the application any terms or conditions necessary or appropriate in the public interest, for the protection of investors, or in furtherance of the purposes of Section 17A of the Exchange Act. Without Rule 17Ac3-1(a) and Form TA-W, transfer agents registered with the Commission would not have a means to voluntarily deregister when it is necessary or appropriate to do so.

On average, respondents have filed approximately 58 TA-Ws with the Commission annually from 2017 to 2020. A Form TA-W filing occurs only once, when a transfer agent is seeking to deregister. In view of the readily-available information requested by Form TA-W, its short and simple presentation, and the Commission's experience with the filers, we estimate that approximately 30 minutes is required to complete and file Form TA-W. Thus, the total annual time burden to the transfer agent industry is approximately 29 hours (58 filings x 0.5 hours). We estimate that the internal labor cost of compliance per filing is approximately \$35.5 (0.5 hours x \$71 average hourly rate for clerical staff time). The total internal compliance cost per year is thus approximately $$1,030 (29 \times $35.5 = $1029.5 \text{ rounded up to } $1,030)$.

Written comments are invited on: (a) whether the proposed collection of information is

necessary for the proper performance of the functions of the Commission, including whether the

information shall have practical utility; (b) the accuracy of the Commission's estimates of the

burden of the proposed collection of information; (c) ways to enhance the quality, utility, and

clarity of the information collected; and (d) ways to minimize the burden of the collection of

information on respondents, including through the use of automated collection techniques or

other forms of information technology. Consideration will be given to comments and suggestions

submitted in writing within 60 days of this publication.

An agency may not conduct or sponsor, and a person is not required to respond to, a

collection of information under the PRA unless it displays a currently valid OMB control

number.

Please direct your written comments to: David Bottom, Director/Chief Information

Officer, Securities and Exchange Commission, c/o Cynthia Roscoe, 100 F Street NE,

Washington, DC 20549, or send an e-mail to: PRA_Mailbox@sec.gov.

Dated: September 1, 2020.

J. Matthew DeLesDernier,

Assistant Secretary.

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